

WWR # 040396340

MCLAUGHLIN, KELLY

IN THE COURT OF COMMON PLEAS SUMMIT COUNTY, OHIO

BABCOX MEDIA, INC.) CASE NO.
Plaintiff,))) JUDGE
vs.	(
TFI ENVISION, INC., ET AL.) PRAECIPE
Defendants)

TO THE CLERK:

Please issue Summons and Complaint to the following Defendants via Certified Mail:

TFI ENVISION, INC. 111 WESTPORT AVENUE NORWALK, CT 06851

HILLCORP., LLC. 311 WEST 43RD STREET, SUITE 14-131 NEW YORK, NY 10019

Respectfully Submitted By:

WELTMAN, WEINBERG & REIS CO., L.P.A.

SCOTT S. WELTMAN #0044173

Attorney for Plaintiff

323 W. Lakeside Avenue, Suite 200

Cleveland, OH 44113 Phone: (216) 685-1032

Fax: (216) 363-6914

Email: sweltman@weltman.com

WWR #040396340

IN THE COURT OF COMMON PLEAS SUMMIT COUNTY, OHIO

BABCOX MEDIA, INC.)	CASE NO.
3550 EMBASSY PARKWAY)	
AKRON, OH 44333)	
•)	
)	JUDGE:
)	
Plaintiff)	
)	
vs.)	COMPLAINT
)	
TFI ENVISION, INC.)	
111 WESTPORT AVENUE)	
NORWALK, CT 06851)	
)	
HILLCORP., LLC.)	
311 WEST 43 RD STREET, SUITE 14-131)	
NEW YORK, NY 10019)	
•)	
	Ś	
Defendants)	

- 1. Plaintiff is a magazine publisher whose business includes sales of advertising in its magazines.
- 2. The Defendants are advertising agencies and / or media buyers for its various clients.
- 3. Pursuant to insertion orders, copies of which are attached hereto as Exhibits "1," "2," "3," "4," "5" and "6," the Defendants purchased ads in Plaintiff's publication.

MCLAUGHLIN, KELLY

- 4. Despite having been paid by its advertising clients, the Defendants have failed to pay the outstanding balance due for the applicable advertisements pursuant to the insertion orders.
- 5. The outstanding balance due and owing by the Defendants to the Plaintiff is \$113,106.86. The difference between the invoice totals and the outstanding balance due are partial payments that have been made by the Defendants to the Plaintiff.
- 6. The outstanding balance due is accruing interest at the statutory rate from the date the last invoice was due, or January 31, 2019.

WHEREFORE, the Plaintiff prays for a Judgment against the Defendants, TFI Envision, Inc. and hillCorp, LLC., jointly and severally, in the amount of \$113,106.86, together with interest at the statutory rate per annum from January 31, 2019, and costs of the within proceedings, and any other further legal and/or equitable relief that this Court deems just and/or fit.

WELTMAN, WEINBERG & REIS CO., L.P.A.

SCOTT S. WELTMAN #0044173

Attorney for Plaintiff Lakeside Place, Suite 200 323 W. Lakeside Avenue Cleveland, OH 44113

Phone: (216) 685-1032 Fax: (216) 363-6914

Email: sweltman@weltman.com

HILLSTORY | MEDIA

1776 Broadway | Suite 16.10 | New York, NY 10019



THE CORNECTION. TO CONVERSION AGENCY

INSERTION ORDER - WEBSITE PLACEMENTS

Order Ref. #: SMPBA8020518 3
Advertiser: Standard Motor Products
Contact: Sean Jareck

Phone: 212.246.5520
Email: sjareck@hilistory.com

Date: 4/20/18 Revised
Vendor: Babcox Media, Inc.
Contact: Mike Maleski
Phone: 330-670-1234 x219
Email: mmaleski@babcox.com

See Media Pian Incorporated Herein For Details On Ad Placement.

Payment Due Date: Net 30 Days
Total Payment Due: \$70,759.95

hillsTORY Authorized Signature: , Seun Jureck

IQE IQSMPZ01E	Publication / Placement	Issue / Run Date	Space Closing	Material Closing	Unit	Position	Digital Media	Gross Media Cost (USD)	Length of Piacement	Impressions
0300-02	differentializations com-	March	2/1/15	2/15/18	30G±250	fixed Par C	Website	\$1,100,00	1 month	42,000
D100 01	Aftermarkethews (com-	May	4/2/18	4/16/18	728190	Fired Pos A	Website	\$1,100.00	1 month	\$2,000
0300-04	Afternari estiens com	lune	5/3/18	5/15/18	300+250	Flord Pas C	Website	51,100 00	1 month	42,008
0300-05	Aftermark et News com	October .	8/31/18	9/14/18	300+250	Fried Pos C	Websitz	\$1,100.00	1 month	42 000
0300-06	Afternari ethievis com	flovember	10/1/15	10/15/16	30Gx250	Fixed for 8	(Уерхие	\$1,100,00	1 month	42,000
6320.63	AttermarketNews com (Premium Pushdown)	7/23/18-7/29/36	6/18/18	7/2/10	900x450,900x150	Top of Page	Website	91 100 00	i week Block	18 000
D310-04	Atternancethevel com (Premium Pushdown)	8/27/18-9/3/18	7/23/18	8/6/18	900×450, 900×150	Top of Page	Website	51,107.00	1 week Block	18,000
0310-05	Afrermark etNews.com (Premium Pushdown)	9/17/18-9/23/18	8/13/18	8/27/18	900+450, 900+150	Top of Page	Website	\$3,500,00	I tarbel Block	(8.005
D310-65	Aftermerket/lews com (Premium Puthdown)	11/19/18 11/25/18	10/15/18	10/29/18	900x450.900x150	Top of Page	Website	96.0xH 12	I week Black	18.00
0320-03	Brake And Front End com	March	2/1/18	2/15/18	728-90	Fixed Pos A	Website	\$1 100 30	Limonin	27,636
D320-04	Brail #AndFrontEnd com	April	3/1/18	3/15/18	729+90	Dynamic	Website	\$1,100.00	1 month	37 000
0120-05	ErakeAndFrontEnd.com	Line	5/1/18	5/15/18	7.28×90	Flied Pos. A	Wabsite	\$3,100.00	1 month	77,600
D120-06	Strait eAnd Front End. com	July	6/1/18	6/15/18	728:90	fixed Pos. A	Website	\$1,100.00	1 month	27,000
0320-07	Grak & And Front End. com	September	8/1/18	8/15/18	728,90	Fired For A	Website	\$1,100.00	1 month	27,600
0320-08	BrakeAndFrontEnd com	Movember	10/1/18	10/15/18	728×9D	Dynamic	Website	\$1,100.00	1 month	27,000
0321-07	BrakeAndFrontEnd com VIDEO	May	3/1/18	4/2/18	Video Sponsoratep	Video	Website	\$5,038.00	1 month	73,000
0321-02	StakeAndFrontEnd.com VIDEO	Ottober	8/1/18	8/33/18	Videa Spaniorship	Video	Website	54 407 00	1 month	73.000
0196 03	Counterman, com	March	2/1/18	2/15/18	300x250	Fired Pas. B	Website	\$1 100 00	1 month	27,000
0330-04	Counterman com	April .	3/1/10	3/35/18	728:90	Fixed Pos. A	Website	\$1,100.00	1 maets	27,000
0230-05	Counterman com	tuly	6/1/18	6/15/18	728190	Dynamic	Website	\$1,100.00	1 month	27,000
0330-06	Counterns n. com	August	7/2/18	7/16/18	728190	Fixed Pos. A	Website	11.100 00	1 month	27,000
0339-07	Counterman com	September	6/1/16	8/15/18	728:90	Dynamic	Website	\$1,100 00	1 month	27 000
□335-G8	Counternancom	October	8/31/18	9/14/18	300,250	Flord Pos. B	Website	\$1,100 00	1 month	27 606
0330-09	Counterman com	November	10/1/18	10/15/18	728=90	Dynamic	Website	51,100.00	1 month	27,000
0330-11	Counterman com PARALLAX	7/23/18-7/79/18	6/25/14	7/9/18	790x1000,700x250	RO5	Walssie	51,100 00	1 West	8 300
0150-12	Counterman com Premium Pushdown	5/21/18-5/27/18	4/16/18	4/30/18	900x450,900x150	Top of Page	Website	\$1,100.00	1 week Block	TED
0340 63	Import Car com	March	2/1/16	2/15/18	728×90	Dynamic	Website	\$1,100 00	A heiseth	17,000
0340-34	Import-Cat som	May	4/7/18	4/16/18	728190	Fixed Pos. A	Weaste	\$1,100.00	1 Month	37,000
0340-05	(mport-Car tom	Staly	6/1/18	6/15/18	728190	Fierd Pos. A	Website	51,100 60	1 Atlanth	37 DG0
D340-06	Import-Car som	Appus	7/2/18	7/16/18	728+90	Dynamit	Webs te	\$1,199.00	1 Mounts	17,000
9340-07	Import Car com	Optober	9/31/18	9/14/18	7,75490	Flord Pos. A	Website	\$1,100.00	nineM1	97,000
0340 08	Impart Car com	Revember	35/1/18	10/15/18	3004250	Fixed Pos. 8	Website	\$1,100.00	L Migratio	37 000
0310.09	Impart Car com	December	12/1/18	11/15/16	728490	Dynamic	Memme	\$1,100.00	1 Alpain	37.000
0341-01	Import-Car com VIDEO	lune	4/2/13	5/1/18	Valeo Spontgrish:p	Vigeo	Website	\$5,038.00	1 Marth	40,000
0341-02	Import-Car com VIDEO	September	7/2/18	6/1/18	Video Sponsorship	Video	(Vebs:te	54,407.00	I Mignih	\$0.000
0350-03	figReview com	March	2/3/18	2/15/18	729:93	Dynamic	yebide	\$1,100 00	1 Month	27,600
0350-04	Idegeness cou	May	4/2/18	4/1G/18	728/95	Ened Pos. A	Website	\$1,300.00	# Month	27 900
0350-05	I reflected to con-	wine	5/1/13	5/15/16	728/90	Oynemic	WeDate	\$1,100.00	1 Month	27,000
0350-06	TreReview com	ully	6/1/18	6/15/18	1.1849.3	Fixed Pos &	Website	51,100 00	1 Manit	27,000
0350-07	The Review Com	September	9/1/18	8/15/18	728490	Synamic	Website	\$1,100 00	1 Month	27,000
80.0340	I reference	October	8/31/18	9/14/19	728190	Fised Pas A	Website	\$1,100 00	1 Manti	27.000
0360-01	moo natantas Transmen	Match	2/1/19	2/15/19	728-90	Dynamic	Website	\$1,100.00	1 Monte	45,000
0360 02	"ominonas Fedinidan com	Apri	3/1/18	3/15/10	728490	Fried Pos. A	Website	\$1,190.00	1 Mizeth	45 000
0350-03	Tommorows Technican com	Nav	4/3/18	J/15/18	728190	Dynamic	Website	\$1,100.00	1 Nanth	45 000
	Tommortus Technician com	une	5/1/18	5/15/18	728490	FiretiPgs. A	Webpie	\$1,160 (0)	1 Montin	41 000
	- Charles Are a resum S. (P. P. S. Landon M. B. 1999)						Website	\$1,166	t hi onen	41.55
0360-05	"onsmoonwall-covaling cov	lady	6/132	6/35/19						
D36G-55 D36G-06	Tommorows Fernician com	luly September	6/1/16	6/15/18 8/15/18	728499 728490	Dymernic FiretiPos A	Webste	\$2,160 00	1 total at	45 D00

hillSTDRY Media



D370-G1	UnserhoodService com	March	2/1/18	2/15/18	728:90	Fixed Pas A	Website	\$1,100 00	1 Month	95,000
D370 03	UnderhandService com	tune	5/1/18	5/15/18	728+90	Fixed Pos. A	Website	\$1,100.00	1 Month	95,000
D370-04	UnderloodService com	July	6/1/18	6/15/18	725#90	Dynamic	Website	\$1,100.00	1 Month	95,000
D371-91	Undempadžercice com (Premjum Plahdown)	4/30/18 5/6/18	3/25/18	4/3/18	900+450, 900+150	Topospage	Website	\$1,100.00	1 Mignith	35,000
0371-62	UnderhoodService com V 0EO	October	8/1/18	8/41/18	Videa šnonstvistva	Videa	Website	\$4 307 00	1 Manth	33. 500 0

Total Net Media Cost:

\$70,759.95

M 表示。上分为一个		ADDITIONAL INSTRUCTION	5	Master Ma	
Send involces To:			Creative Agency;		The state of the s
hillSTORY Media	Contact:	Sean Jareck	TFI Envision, Inc.	Contact:	Cat herine Smith
1776 Broadway Suite 1610	Phone:	212.246.5520	111 Westport Avenue	Phone:	203.845.0700 x10
New York, NY 10019	Email:	sjareck@hilstory.com	Norwalk, CT 06851	Emall:	catherine@thenvision.com
					-

TERMS

historials. Materials for each individual intertion will be sent directly from the advertiser to the publisher by the Materials Due Date listed above unless otherwise specified.

twoices. All invoices must be sent to hill \$1089 Media only at the address above and NOT to advertiser, include 10 Number on all invoices, otherwise invoice will be sent back without processing

Estimatems. In ISTORY Media acts only as an agent for the advertiser and does not goarantee payment from the advertiser, who is folely responsible for payment of this order. In ISTORY Media will but the advertiser and, upon receipt of payment due, will remit the amount due to media vendor upon payment due date. If hillstory Media does not receive payment from the advertiser before the Ataletia's Due Date, then it may cancel this order immediately upon natice and without further obligation to publisher. This IOI shows one time carder only and hillstory Media may, change, modely or cancel any or all payts of this fow the pastly upon written notice (via email, faccimite, or otherwise) to publisher on or prior to space closing and will have no further obligation to publisher. Any unaemborized or incorrect intertions will be the responsible for payment for the advertiser. If the advertiser ment into incorrect intertions will be the responsible for payment for the advertisement. By accepting this IO, the root all entires and agrees to be bound by all terms and conditions contained in this IO. Ho we be agreements acceptangly the parties. This is the complete and exclusive understanding of the parties with respect to this transaction. Faccing tear other code is shall be considered as originals. Ho additions or conflicting terms in any other documents or correspondence shall apply.

halfdelig Media Confedential

HILLSTORY | MEDIA

1776 Broadway | Suite 1610 | New York, NY | 10019



INSERTION ORDER

Order Ref. 4: Advertiser:

SMPBAB122017 Standard Motor Products

Contact: Phone:

Sean Jareck 212.246.5520 spreck@hillstory.com Date: Mandon

CMCO

12/21/17 Babcox Media, Inc.

Contact Phone: Email:

Mike Maleski 330-670-1234 :219 mmaleski@babcos, com

See Media Plan incorporated Herein For Details On Ad Placement.

Payment Due Date:

Net 30 Days

Total Payment Due:

\$10,285.00

hilistORY Authorized Signature:

Scan Jurech

100		; basic / Run Date	1000	Alexand Charles	Sub:	Position		Cost (USD)	Literal	a his / targets of	Circ / terms	Salas.
IOSHP2018D30-01	eRermarketHews Daily Newsletter	1/16/14-1/11/18	12/26/17	1/8/16	605×80 IPG, Gif, or PNS Circl-thru URL	Pos. 4	Digital	\$1,100.00	n/a	1z 2-week Block	-	B,200
IOSMP2018D33-01	aftermärketNews Global Hewsletter	1/2/18-1/25/28	12/20/17	12/22/17	300:250 JPG, GIF, or PNG Click-thru URE	Pas. 1	Olgria]	\$1,100.00	6/4	1z 2-week Black	-	16,000
IDSMP201E031-02	OlonoschatNams Global Newsletter	1/16/10-1/11/10	11/20/17	1/5/18	300c750 IPG, GIF, or PNG (Sick-Strue (IRI),	Pos. 1	Dignal	\$0.00	n/ə	la 2-week Block	-	16,000
ID2M550160300-01	AftermarketHews com	lenuary	13/20/17	12/22/17	728x90	Pes. Ç	Digita	\$1,300.00	n/e	1-Mamth	42,000	<u>.</u>
TOSHP2018D320-01	BrakeAndFrontEnd.com	Speciary	12/20/17	12/22/17	778±90	Pos. B	Digital	\$1,100.00	n/o	3-Month	17,000	**
IOSMP2018D32-01	Brake & Front End Mewsletter	Na\18-1\12\16	12/14/17	12/22/17	300×250 IPG, GIF, or PNG - Click-thry URL	Pos-1	Digital	\$1,100.00	c/a	1-Week (Mon)	***	24,065
IQSMP2018D330-01	Courtierman com-	1mm/ery	12/10/17	12/22/17	729:90	Dynamic	Digital	\$1,300.00	n/a	1-Month	17,000	-
IOSMF2018D330-10	Counterman com Paralta s	N12\18-7\57\F6	11/10/17	1/\$/16	Parallet: 700x15000 Scrotts (hru a 700x150 window	ROS	Digital	\$1,100.00	nje	5-Week	8,000	
IDSHP2018D348-01	Import-Car.com	Assessed	12/20/17	12/22/17	778:90	Pos. A	Olptal	\$1,300.00	n/a	1-Month	37,000	
105MP2018D35-01	The Review Newsletter	January	12/20/17	12/32/17	300=250	Pos- 2	Digital	\$1,100.00	n/a	1-March		17,702
IDSMP2018D350-01	Tirefleview.com	January	12/20/17	12/22/17	728x90	Pos. A	Digital	\$1,100.00	7/0	1-Month	27,000	-
105+43018037-01	Undernood Service Hewsletter	1/15/18-1/21/18	12/30/17	1/5/16	300±250 IPG, GIF, or PNG Citcl-tree URL	Part 2	Olgital	\$1,100.00	1/3	1-Week Block	*11	26,362

Yotal Net Media Cost:

\$10,285,00

ADDITIONAL INSTRUCTIONS

Send Involces fo: hissTORY Media

1776 Broadway Suite 1610 New York, NY 10019

Phone:

Swan Jarock 212.246.5520

sjareck@hittstory.com

Counties Associa

TFI Envision, Inc. 111 Westport Avenue Horwalk, CT 06851

Phones

Catherine Smith 203.845.0700 ±10 cather ne@filenwston.com

Materials: Materials for each included insertion will be sent directly from the advertises to the publisher by the Materials Due Oate listed above unless extended specified

involved. All involves must be sent to hillsTORY Media only at the address above and NOT to edvertise? Include PO Number on all involves, otherwise involve will be sent back un

Other Terms, hills TORY Abudus acts only as an agent for the advertiser and does not guarantee payment from the advertiser, who is solely responsible for payment of this order. NILSTORY Media will bill the advertiser and, upon receive a payment due, will remark the amount due to tracks vendor upon payment due wite. If hillsTORY Media does not receive payment from the advertiser before the Adsternits Due Date, then it may cancel this order immediately upon hotics and authors further obligation to publisher. This PO is for a one stime interrish order only. Any unjusticated or incorrect insertions will be the responsiblely of the media vendor and not his TORY Media or advertiser. If the advertisement runs incorrectly due to any fault of site media vendor relater his TORY Media sor advertiser shall be responsible for payment for the advertisement. By accepting this PO, the media vendor understands and agrees to be bound by all terms and conditions contained in this PO. No verbel agreements are recognized by the parties. This is the complete and audicide understanding of the parties with respect to this transaction. Facilitate or pither copies shall be considered as originals. No additional or conflicting terms in any other documents or correspondence shall apply

MCLAUGHLIN, KELLY

HILLSTORY | MEDIA

1776 Broadway | Suite 1610 | New York, NY | 10019

TFI envision. thi connictien Teftenstedien, eather

INSERTION ORDER

Order Ref. #: Advertiser:

SMP848011018

Contact:

Standard Motor Products Sean Jareck

Phone: Email:

sjareck@hilistory.com

212,246,5520

1/12/18 Date:

Vendor: Babcox Media, Inc. Contact: M ke Maleski

Phone:

330-570-1234 1219

Email:

mmaleski @babcos.com

See Media Plan Incorporated Herein For Details On Ad Placement.

Payment Due Date:

Net 30 Days

Total Payment Due:

\$17,323,00

hillstony Authorized Signature:

Sean Jareck

P35-01	Tire Review	february	1/18/10	1/23/10	P4C	RHP adjacent to TPMS Editoria)	Print	43,040.00	Tire Focus; Winte Tires - Tire Service #101: Rotation	. , 1	32,229	0.00
P34-01	ImportCar	February	1/23/10	1/30/18	P4C	NHP edjacent to TPMS Editorie!	Print	\$3,640.00	TPMS Tech: Audi	× 1	27,075	> 0-a
D370-01	Underhood Service.com	Pebruary	1/2/18	1/15/18	778#90	Dynamic	(Dig/tal)	61,100.00		1 Month	95,000	•••
037-03	Underhood Service Newsletter	2/26/18-3/4/18	1/26/18	2/5/18	300±250	rondy !	Digital	\$1,100.00	***	1 week Block	100	28,382
037-02	Underhood Service Newsletter	2/5/18-2/11/18	1/5/18	1/15/16	300×250	Pos. 1	Digital	\$1,100.00	•••	3 week Block		78,382
0350-02	Tirefleview.com	February	1/2/16	1/15/18	728x90	Pos. A	Digital	\$1,100.00	400	1 Honto	27,000	•
035-02	Tire Review Newsletter	February	1/2/18	1/15/18	300x250	306. A) 4	Digital	\$1,100.00	20-2	1 Month		17,762
D34D-Q2	Import-Car.com	February	1/2/18	1/15/18	728x90	Dynamic	Digital	#1,190.00		1 Honth	37,000	
0330-02	Counterman.com	February	1/2/18	1/15/18	728×90	Dynamic	Digital	\$1,100.00	•••	I month	27,000	••
013-01	Counterman Newsletter	2/16/18-2/28/18	1/15/18	2/1/16	300=250	Pos. 4	Digital	\$1,100.00	P86	1 = 2-week Block	•••	74,000
D320-02	BrakeAndFrontEnd.com	February	1/2/18	1/15/10	728×90	Dynamic	Digital	\$1,100.00	Printer	1 month	27,000	
D33-07	Brake & Front End Newsletter	2/1/16-2/14/18	1/4/10	1/18/16	300±250	Pos. 3 In Wit 1; Pos. 1 In Wit 2	Digital	\$1,100.00	***	1-Week (Thu)	***	24,065
0319-01	AftermärketNews.com (Premium Pushdown)	2/26/10-3/4/10	1/22/18	2/5/14	Pushdown: 900=450, 900=150	Top of Page	Digital	\$1,100.00	100	l week Block	18,000	***
031-04	aftermarketNews Global Newsletter	2/16/18-2/28/18	1/15/18	2/1/18	300×25 9	Pos. I	Digital	\$0.00	***	L# 2-week Block	•	16,000
031-03	aftermarketNews Global Newsletter	2/1/16-2/15/10	1/2/18	1/19/18	300=250	Pos. 1	Digital	\$1,100.00	-	Lx 2-week Block	•••	16,000
D38-65	aftermarketNews Daily Hewsletter	2/16/18-2/20/18	1/13/10	5/1/18	605×80	Pos. 8	Digital	\$1,400.00	-	1» 2-week Block	the server to the	0,200
lone sort	Publication / Planting	hair / Reg Cons	Cartin	G. II	- Unit			Cont (Mile)		Party Expenses	CPC/Impa	

Total Net Media Cost:

\$17,323.00

ADDITIONAL INSTRUCTIONS

Seed Invoices To: hillstory Media 1776 Broadway Suite 1610 New York, NY 10019

Sean Jareck 212 246.5520 stareck@hilistory.com Creative Agency: Tri Envision, Inc. 111 Westport Avenue Norwalk, CT 06851

203.845.0700 ±10 cathedre@iffenvision.com

HEART

Materials. Materials for each individual insertion was be sent directly from the advertiser to the publisher by the Materials Our Date listed above unless otherwise specified

Invarces, All foreign must be sent to this TORY Media only at the address above and HOT to adventee - Include PO Humber on all involves, otherwise mysics will be sent back without processing.

Other Terms: hissTORY Media bits only as an agent for the advertiser and does not guarantee payment from the advertiser. who is safety responsible for payment of this order. NRSTORY Media will bill the advertiser and, upon recept of payment due, will result the amount due to media wender upon payment due does not receive payment from the advertiser before the Meterials. Due Date, then it was concell this order immediately upon notice and without further obligation to publisher. This PO is for a one time insertion order only. Any unauthorised or incorrect insertions will be the responsibility of the media vendor and not hillSTORY Media or advertiser. If the advertisement runs Incorrectly due to any fact of the media remake methor NRSTORY Mydia nor advertise shall be responsible for payment for the advertisement, the accepting this PD. The media vender understands and agrees to be bound by alt terms and conditions consumed in this PO. No verbal agreements are recognized by the parties. This is the complete and audustive enderstanding of the parties with respect to this trensaction. Escamble or other copies shall be considered as originals. No additional or coefficient terms in any other documents or correspondence shall apply.

EXHIBIT 3

HILLSTORY | MEDIA

1776 Broadway | Suite 1610 | New York, NY | 10019



INSERTION ORDER - NEWSLETTER PLACEMENTS

Order Ref. #: SMPBAB02051B-2
Advertiser: Standard Motor Products
Contect: Sean Jareck
Phone: 212.246.5520
Email: sjareck@hillstory.com

Vendor: 2/5/18 Revised
Vendor: Babcox Media, Inc.
Contact: Mike Maleski
Phone: 330-670-1234 x219
Email: mmaleski@babcox.com

See Media Plan Incorporated Herein For Details On Ad Placement.

Net 30 Days

\$68,255.00

Payment Due Date: Total Payment Que:

hiliSTORY Authorized Signature: Scan Jaryck

100	Published / Placement at	Jane / Baristons ()		Masoria			Display			Bridge.
HOME LANGE		A second	THE RESERVE OF THE PERSON NAMED IN	AND DESCRIPTION OF THE PERSON NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN COLUMN TWO IS NAMED IN THE PERSON NAMED IN COLUMN TWO IS NAMED IN THE PERSON NAMED		-		CHAM		and the second
930-03	afternarketNews Dally Newslettes	CALAMAN AND ALLES	2/15/10	2/20/16	605x30 or Text ad	Pos. B	Newsletter	\$1,100.00	Ix 2-week Block	6,300
030-04	aftermarketHews Delly Newsletter	\$/1/18-5/15/10	4/2/18	4/17/18	#05kB0 or Text ad	Pos. 6	Howsietter	\$1,100.00	Jx 2-week liback	0,200
039-05	EffermerketNews Golfy Newsletter	6/1/18-6/15/18	2/1/10	5/15/18	605x80 or Text ad	Pos. 9	Newsletter	51,100.00	ls 2-week Mack	8,300
030-05	aftermerbetNews Gody Newsletter	7/16/18-7/31/18	6/15/18	6/29/18	605x80 or Text ad	Pas. 6	Newsletter	\$1,100.00	In 3-week Block	8,700
030-07	aftermerketNews Daily Newsletter	9/16/18-9/30/10	4/16/13	8/31/16	605x80 or Text ad	Pps. 8	Newsletter	\$1,100.00	[x 2-week Block	8,200
030-06	aftermerketNews Delly Newsletter	10/16/19-10/31/16	9/17/12	30/1/18	605x80 or Text ad	Pos. 4	Hewsletter	\$1,100.00	Lit 2-week Block	8,200
D30-Q0	Sflormarkethioury Dolly Heurstotte	11/1/13-11/13/10	10/1/18	10/35/38	605x80 or Text ed	904. 10	Newsletter	\$1,100.00	Jz 2-week Misch	8,200
031-05	aftermarks/liteurs Global Hervaletter	CHIDENINI	2/1/10	2/15/38	300x350 pr Text ad	Pos. 1	Heretietler	\$1,100.00	24 2-week Block	16,000
031-06	aftermerketNeyrs Global Newsletter	Characterist Or	2/36/18	2/20/10	300x250 or Test ad	Pas. 1	Hewsletter	\$0.00	La 2-week Block	16,000
031-07	aftermarketheurs Global Henriletter	4/1/18-4/15/18	1/1/18	1/15/18	300x250 or Text +4	Fos. 1	Newsletter	\$1,200.00	1s 2-week fillock	36,000
031-00	aftermarket/Sews Global Newsletter	4/16/18-4/30/18	3/16/19	4/3/18	300-250 or Test ad	Pos- 1	Newsletter	\$0.00	Ix 2-week Block	16,000
(731-09	etzmarketNews Global Newsletter	5/1/10-1/15/10	4/2/18	4/17/10	300x150 or Text od	Pot. 1	Newsletter	\$1,100.00	1x 2-week Black	12,000
031-10	aftermarketHeyrs Global Hewsletter	\$/16/10-5/31/18	4/15/16	5/1/18	300=250 or Test ed	Pos. 1	Newsletter	\$0.00	1x 2-week Block	16,000
033-11	aftermerketNews Global Flowsletter	E/1/18-E/15/18	2/1/14	5/15/10	200x250 or Test ed	Pgs. 3	Newsletter	\$1,100.00	to I-week Block	16,000
031-13	aftermaket/lews Giphal Hevisletter	C/16/18-C/30/18	5/16/10	6/1/10	300s250 or Test #6	Pos. 2	Hewsletter	\$0.00	Ix 2-week Block	16,000
033-13	aftermediations Global Hensletter	7/1/10-7/15/11	€/VIII	6/15/16	300=250 or Text #4	Pos. 1	Newsletter	\$1,100.00	1x 2-week Block	16,000
031-14	aftermerketNews Global Hewsletter	7/16/10-7/31/16	6/15/14	7/2/18	300=250 or Test od	Pos. 3	Howslatter	\$0.00	In 2-week Block	35,000
D31-15	aftermaskesNeves Global Hewsletter	8/1/10-0/15/10	7/2/18	7/14/16	300:250 or Text #4	Pas. I	Haveletter	\$1,100.00	In 3-week Black	15,000
6331-16	afternasketNews Global Hewsletter	W16/10-W3L/IB	7/16/46	4/1/10	3001250 or Text ed	Pot. 1	Newsletter	\$0.00	in 2-week Block	16,000
C3 L-17	aftermarket/tevrs Global Heweletter	9/1/12-9/15/10	0/1/10	0/15/15	300x250 or Test a4	Pos. 1	Newsletter	\$1,100.00	In 2-week Block	15,000
031-16	eftermasketNews Global Hewsletter	9/16/10-9/30/14	1/16/10	8/31/16	300x250 or Text ad	Pos. 1	Newsletter	\$0.00	1x 2-week Block	16,000
031-15	aftermarketNews Global Newsletter	10/1/28-10/15/16	1/30/11	9/14/15	300x350 er Tent ad	Pos. 1	Newsletter	\$1,100.00	1x 2-week Black	16,000
031-10	aftermarketHews Global Hawsletter	10/16/18-10/31/18	9/17/18	30/1/16	300:250 or Tens ad	Pos. 1	Newsletter	\$0.00	to 3-week Block	\$6,000
D31-21	aftermerketNews Global Hewsletter	11/1/10-13/15/10	10/1/18	10/15/18	300x250 or Text ed	Pas. 1	Newsletter	\$1,100.00	la 1-week Black	000.96
031-32	aftermarketHews Gickal Hewsletter	11/16/10-11/30/30	10/16/16	11/1/18	390x250 or Test ad	Pos. 1	Newsletter	50.00	Le Zoweek Black	16,000
O31-33	aftermedictives Global Newsletter	12/1/10-12/15/10	11/1/18	11/15/14	300x250 or Test ad	Pos 1	Newsletter	\$1,100.00	In 3-week Block	16,000
D31-24	eftermerketHews Global Newsletter	12/14/18-12/21/18	11/16/18	11/30/18	300x250 or Test ad	Pos. 1	Newsletter	50.00	In 2-wret Block	16,000
032-03	Brake & Front End Hewshitter	STATE STATE OF	2/12/18	3/36/10	300x250 or Texa ed	Pos. 4	Heroralettur	\$1,100.00	1-Week (Mon)	74,065
032-04	Broke & Front End Hewslotter	4/2/18-4/14/16	3/5/18	3/19/10	300±250 or Test #4	Pos. 3	Newsletter	\$1,100.00	1-Week (Mon)	24,065
Q32-05	Brains & Frant End Hewsletter	4/30/18-5/6/10	4/2/18	4/16/18	300s250 or Test ad	Pos. 1	Newsletter	\$1,100.00	1-Week (Mga)	24,065
033-06	Brahe & Front End Newsletter	6/11/10-6/17/16	5/14/18	5/24/16	300×250 or Test ad	Pos. 1	Newsletter	\$1,100.00	1-Week (Mon)	24,065
033-07	Brabe & Front End Newsletter	7/16/10-7/22/18	6/18/10	7/2/16	300±250 or Text ad	Pos. 1	Newsletter	\$1,100.00	1-Week (Mae)	24,065
032-08	Broke & Front End Hewsletter	6/30/10-0/36/18	7/29/18	4/6/18	300a250 or Text ad	Pos. 1	Mewsletter	\$1,100.00	I-Week (Mos)	24,065
032-09	Braise & Front End Hewsletter	9/10/18-9/16/18	4/13/18	6/27/10	300-250 or Test ad	Pos. 1	Henricketter	51,100.00	1-Week (Mon)	24,085
032-10	Brake & Front End Newsletter	W24/16-W30/16	0/37/18	8/10/10	100×250 or Test ad	Post. 2	Moursietter		1-West (Mon)	24,065
032-11	Brake & From End Newsletter	10/15/18-10/21/18	9/17/18	10/1/10	300-250 or Test as	Pos- 2	Hewsletter	\$1,100.00	1-Week (Mon)	24,065
033-12	Broke & From End Newsletter	13/5/18-13/11/18	10/8/18	10/32/18	300x250 or Fest ad	Pas. I	Newsletter	\$1,100.00	1-Week (Mon)	74,065
033-03	Counterman Hewsletter	W.Taraparanana.	2/16/18	2/20/19	300x250 or Test ad	Pas. 7	Mewslesser		Ix 2-week Block	24,000
033-03	Counterman Hewshitter	4/1/18-4/15/18	3/1/16	3/15/10 4/2/12	300x250 or Text ad	Pos. 4	Newsletter	, .,	In Zweek Block	24,000
033-04						Pag. 2	Newsletter	\$1,100.00	la 2-week Block	24,600
	Counterman Newsletter	4/16/18-4/30/16	3/16/18		300x350 ar lest ad			A4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4	A STATE OF A	
033-05	Counterman Hervaletter	5/1/10-5/15/18	4/2/16	4/17/18	300x250 or Text ad	Pos. 2	Newsletter	\$1,300.00	In 2-week Block	24,000
013-06	Counterman Henricker Counterman Henricker	5/1/10-5/15/18 5/16/10-5/31/10	4/2/16 4/16/18	4/17/38 5/1/18	300x250 or Test ad 300x250 or Test ad	Pos. 2 Pos. 2	Hewsletter	\$1,100.00	La Zewyak <u>Ninck</u>	34,000
013-06 033-07	Counterman Hermietter Counterman Hermietter Counterman Hermietter	5/1/10-5/15/18 5/16/10-5/11/10 6/1/10-6/15/18	4/2/16 4/14/18 5/1/18	4/17/18 5/1/15 5/15/18	300x250 or Test ad 300x250 or Test ad 300x250 or Test ad	Pos. 2 Pos. 2 Pos. 3	Newsletter Newsletter	\$1,100.00 \$1,100.00	La 2-week <u>Ninck</u> La 2-week Black	34,000 24,000
033-06 033-07 033-08	Counterpain Heinrichter Counterman Heinrichter Counterman Heinrichter Counterman Heinrichter	5/1/10-5/15/18 5/16/10-5/13/10 6/1/10-6/15/10 6/16/10-6/10/10	4/2/16 4/14/18 5/1/18 5/16/18	4/17/38 5/1/15 5/15/18 6/1/18	300x250 or Test ad 300x250 or Test ad 300x250 or Test ad 300x250 or Test ad	Pos. 2 Pos. 2 Pos. 3 Pos. 1	Mewsletter Newsletter Newsletter	\$1,100.00 \$1,100.00 \$1,100.00	Ls 2-week Block Ls 2-week Block Ls 2-week Block	24,000 24,000 74,000
033-05 033-07 033-08 033-09	Countermen Hervefetter Countermen Hervefetter Countermen Hervefetter Countermen Hervefetter Countermen Hervefetter	\$/1/10-5/15/18 \$/16/10-5/31/10 6/1/10-6/15/10 6/16/10-6/20/20 7/16/10-7/31/10	4/2/16 4/16/18 5/1/18 5/16/18 6/15/16	4/17/18 5/1/18 5/15/18 6/1/18 7/1/18	300x250 or Vext ad 300x250 or Vext ad 300x250 or Vext ad 300x250 or Vext ad 300x250 or Vext ad	Pos. 2 Pos. 2 Pos. 3 Pos. 1 Pos. 1	Hewsletter Hewsletter Newsletter Hewsletter	\$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00	In 2-work Black In 2-week Black In 2-week Black In 2-week Black	24,000 24,000 24,000 24,000
033-09 033-09 033-06 033-06	Counternan Herwinter	\$/1/10-\$/15/16 \$/16/10-\$/11/10 \$/11/10-\$/15/16 \$/16/10-\$/15/10 7/16/10-\$/11/10 \$/16/10-\$/11/10	4/2/16 4/16/18 5/1/18 5/16/18 6/15/16 7/16/18	4/17/18 5/1/18 5/1/18 5/15/18 6/1/18 6/1/18	300x250 or Yest ad 300x250 or Yest ad	Pos. 2 Pos. 2 Pos. 3 Pos. 3 Pos. 3 Pos. 1	Hewsletter Hewsletter Newsletter Hewsletter Hewsletter	\$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00	is 2-week black in 2-week black in 2-week black in 2-week black in 2-week black	24,000 24,000 74,000 24,000 24,000
033-05 033-07 033-08 033-09 033-10	Counternan Herwinter	\$/1/10-5/15/18 \$/16/10-5/11/18 \$/16/10-5/11/18 \$/16/10-6/15/18 \$/16/10-4/11/18 \$/16/10-4/11/18	4/2/16 4/16/18 5/1/18 5/16/18 6/15/16 7/16/18 4/16/18	4/17/10 5/1/15 5/1/15 5/15/10 6/1/10 6/1/10	300x250 or Yest ad 300x250 or Yest ad	Pos. 2 Pos. 2 Pos. 3 Pos. 1 Pos. 1 Pos. 1	Mewsletter Newsletter Newsletter Hewsletter Hewsletter	\$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00	Ls 2-work Black Ln 2-work Black Ln 2-work Black Ln 2-work Black Ln 2-work Black Ln 2-work Black	24,000 24,000 24,000 24,000 24,000 24,000
033-06 033-07 033-08 033-09 033-10 033-11	Countermen Hervaletter	\$/1/18-\$/15/18 \$/16/18-\$/11/18 \$/1/18-\$/15/18 \$/16/18-\$/16/18 \$/16/18-\$/16/18 \$/16/18-\$/16/18 \$/16/18-\$/16/18 \$/16/18-\$/16/18	4/2/16 4/16/18 5/1/18 5/16/18 6/15/16 7/16/18 4/16/18 9/17/18	4/17/18 5/1/15 5/15/18 6/1/18 7/2/18 6/1/10 8/31/18 10/1/18	300x250 or Yest ad 300x250 or Yest ad	Pos. 2 Pos. 3 Pos. 3 Pos. 1 Pos. 1 Pos. 1 Pos. 1	Hewsletter Newsletter Newsletter Hewsletter Hewsletter Hewsletter	\$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00	Lu Z-wyuk Binch Lu Z-wuch Binch	34,000 24,000 74,000 34,000 34,000 34,000
033-05 033-07 033-08 033-09 033-10 033-11 033-12	Countermen Herwinter InnportCar Herwinter	4/1/10-5/15/16 5/16/10-5/10/10 6/16/10-6/10/10 6/16/10-6/10/10 6/16/10-6/10/10 6/16/10-10/10/10 6/16/10-10/10/10 5/16/10/10/10/10/10/10/10/10/10/10/10/10/10/	4/2/16 4/16/18 5/1/18 5/16/18 5/16/18 6/15/16 7/16/18 8/16/18 9/17/18	4/17/18 5/1/18 5/15/18 6/1/18 7/2/18 6/1/18 6/1/18 10/1/18 2/19/18	300x250 or Test ad 300x250 or Test ad	Pos. 2 Pos. 2 Pos. 3 Pos. 1 Pos. 1 Pos. 1 Pos. 1	Hewsletter Newsletter Newsletter Hewsletter Hewsletter Hewsletter Newsletter	\$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00	Lu 2-work Binch Lu 2-work Binch	34,000 24,000 74,000 34,000 24,000 34,000 24,000 21,416
033-07 033-07 033-08 033-09 033-10 033-11 033-12 034-01	Counterman Herwinter Counterman Herwinter Counterman Herwinter Counterman Herwinter Counterman Newsletter Counterman Newsletter Counterman Herwinter Counterman Herwinter Counterman Herwinter Ecounterman Herwinter Ecounterman Herwinter Enquenter Herwinter Enquenter Herwinter Enquenter	5/1/18-5/15/18 5/18/18-5/11/18 6/18/18-6/15/18 6/18/18-6/10/18 6/16/18-6/10/18 8/16/18-6/10/18 8/16/18-6/10/18 6/16/18-6/10/18/18 6/16/18-6/10/18/18 6/16/18-6/10/18/18 6/16/18-6/10/18/18	4/2/18 4/14/18 5/1/18 5/1/18 5/16/18 6/15/18 6/15/18 4/16/18 4/16/18 2/3/18 2/3/18	4/17/18 5/1/15 5/15/18 6/1/18 6/1/18 6/1/18 6/1/18 6/1/18 10/1/18 2/19/18 3/12/18	300x250 or Text ad 300x250 or Text ad	Pos. 2 Pos. 2 Pos. 3 Pos. 1 Pos. 1 Pos. 1 Pos. 1 Pos. 2 Pos. 3	Hewsletter Hewsletter Hewsletter Hewsletter Hewsletter Hewsletter Hewsletter Hewsletter Hewsletter	\$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,000.00	is 2-week Black in 2-week Black i week Black i week Black	24,000 24,000 24,000 24,000 24,000 24,000 24,000 21,414 21,418
033-05 033-07 033-08 033-09 033-10 033-11 033-12 034-01 034-02	Counterman Hervaletter Ecounterman Hervaletter InsportCar Newsletter InsportCar Newsletter InsportCar Newsletter InsportCar Newsletter InsportCar Newsletter	S/I/IB-S/IS/IB S/I/IB-S/IS/IB S/I/IB-S/IS/IB S/I/IB-S/IS/IB S/I/IB-S/IS/IB S/I/IB-S/IS/IB S/I/IB-S/IS/IB S/I/IB-S/IS/IB S/I/IB-S/IS/IB S/I/IB-S/IS/IB S/I/IB-S/IS/IB	4/2/18 4/14/18 5/14/18 5/14/18 5/16/18 6/15/18 6/15/18 4/16/18 4/16/18 4/17/18 2/3/18 2/36/18 3/5/18	4/17/18 5/1/18 5/15/18 6/17/18 6/17/18 6/17/18 10/17/18 3/12/18 3/12/18	300x250 or Yest ad 300x250 or Yest ad	Pos. 2 Pos. 2 Pos. 3 Pos. 1 Pos. 1 Pos. 1 Pos. 1 Pos. 2 Pos. 3 Pos. 3	Hawsletter Hawsletter Hawsletter Hawsletter Hawsletter Newsletter Newsletter Hawsletter Hawsletter	\$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,000.00 \$1,000.00	Ls 2-week Black Lweek Black L week Black	24,000 24,000 24,000 24,000 24,000 24,000 24,000 21,416 21,418 21,418
033-06 033-07 033-08 033-09 033-10 033-11 033-12 034-01 034-02 034-03	Counterman Herwintter InsportCar Herwintter	5/1/10-5/15/18 5/16/10-5/10/10 6/1/10-6/15/18 6/16/10-6/10/18 7/16/10-7/10/18 4/16/10-4/10/18 10/16/10-10/1/18 4/10/10-10/18/18 4/10/10-4/18/18 4/10/10-4/18/18	4/2/18 4/14/18 5/1/18 5/16/18 5/16/18 6/15/18 6/15/18 4/16/18 4/16/18 4/16/18 2/16/18 2/16/18 2/16/18 2/16/18 2/16/18	4/17/10 5/1/15 5/1/15 5/1/10 6/1/10 6/1/10 6/1/10 10/1/10 2/10/15 3/12/10 4/9/10	300x350 or Yest ad 300x350 or Yest ad	Pos. 2 Pos. 2 Pos. 3 Pos. 1 Pos. 1 Pos. 1 Pos. 1 Pos. 2 Pos. 3 Pos. 3 Pos. 3	Hawsletter Hawsletter Plewsletter Howsletter Howsletter Newsletter Newsletter Newsletter Newsletter Newsletter	\$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,000.00 \$1,000.00 \$1,000.00	Ls 2-week Black Lx 2-week Black L week Black	24,000 24,000 24,000 24,000 24,000 24,000 24,000 21,414 21,418 21,418 21,418
033-05 033-07 033-08 033-09 033-10 033-11 033-12 034-03	Counterman Hervaletter Ecounterman Hervaletter InsportCar Newsletter InsportCar Newsletter InsportCar Newsletter InsportCar Newsletter InsportCar Newsletter	S/I/IB-S/IS/IB S/I/IB-S/IS/IB S/I/IB-S/IS/IB S/I/IB-S/IS/IB S/I/IB-S/IS/IB S/I/IB-S/IS/IB S/I/IB-S/IS/IB S/I/IB-S/IS/IB S/I/IB-S/IS/IB S/I/IB-S/IS/IB S/I/IB-S/IS/IB	4/2/18 4/14/18 5/14/18 5/14/18 5/16/18 6/15/18 6/15/18 4/16/18 4/16/18 4/17/18 2/3/18 2/36/18 3/5/18	4/17/18 5/1/18 5/15/18 6/17/18 6/17/18 6/17/18 10/17/18 3/12/18 3/12/18	300x250 or Yest ad 300x250 or Yest ad	Pos. 2 Pos. 2 Pos. 3 Pos. 1 Pos. 1 Pos. 1 Pos. 1 Pos. 2 Pos. 3 Pos. 3	Hawsletter Hawsletter Hawsletter Hawsletter Hawsletter Newsletter Newsletter Hawsletter Hawsletter	\$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,100.00 \$1,000.00 \$1,000.00 \$1,000.00	Ls 2-week Black Lweek Black L week Black	24,000 24,000 24,000 24,000 24,000 24,000 24,000 21,416 21,418 21,418

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034-07	ImportCar Newsletter	0/18/18-6/24/18	5/21/18	6/4/18	300s250 or Test 46	Pas. 1	Newsletter	\$1,000.00	I week filmet	21,418
D34-08	InsportCar Newslirtzer	7/9/18-7/15/18	6/11/18	6/25/18	300x250 or Text ed	Pos. 1	Newslesser	\$1,000.00	I work Stock	21,418
C34-09	ImportCar Newsletter	8/13/18-8/19/18	7/16/18	7/30/18	300x250 or Text ad	Pas, 2	Hewsletter	\$1,000.00	I week Blesch	21,418
034-10	ImportCar Newsletter	9/3/18-9/9/18	6/6/18	6/20/16	300x250 or Text ed	Pas. 1	Newsletter	\$1,000.00	1 week Bigggh	21,418
D34-11	ImportCar Hoursletter	6/24/26-9/30/18	8/27/10	9/10/16	300-250 or Test ed	Per. 1	Heweletter	\$1,000.00	1 work Nitset	21,418
D34-12	(ImportCar Newsletter	10/15/18-10/21/18	9/17/18	10/1/18	100x250 or Text od	Pos. 2	Heursletter	\$1,100.00	1 week Sienes	21.418
D34-13	ImportCor Newsletter	10/29/18-11/4/18	10/1/18	10/15/18	300x250 or Text ad	Pas. 2	Hewsigher	\$1,100.00	1 week Bicach	21,418
034-14	ImportCor Newsletter	11/5/18-11/11/18	10/8/16	10/22/10	300x250 or Text ad	Pes. 2	Newsletter	\$1,100.00	1 week Black	21,418
D35-03	Tire Review Heusletter	Apri	3/1/16	3/15/16	300x350 or Text ad	Fos. 2	Hewsletter	51,100.00	1 Months	17,762
D35-04	Tira Review Howslesses	May	4/2/10	4/16/18	300x250 or Text ad	Pos. 7	Newsletter	\$1,100.00	1 Months	17,762
D15-05	Tire Review Revolution	July	6/1/30	6/15/18	300x250 or Test ad	Pos. I	Newsletter	\$1,100.00	1 Months	17,762
015-06	Tire Review Hewslettes	August	7/2/18	7/16/18	300x250 or Tent ad	Pos. 2	Hewsletter	\$1,100.00	1 Months	17,762
035-07	Tim Review Rewsletter	September	4/1/16	8/15/16	300x250 or Text ad	Fox. 2	Newsletter	\$1,100.00	1 Month	17,762
D35-00	Tire Review Revulettes	October	E/31/10	9/14/18	300x250 or Text ad	Pos. 2	Massignar	\$1,100.00	1 Mostin	17,762
D36-01	Tomorrow's Tech Newsletter	April	3/1/16	1/15/16	300x250 or Test ad	Pos. 6	Newsletter	\$1,100.00	1 Months	16,000
D36-03	Tomorrow's Fech Newslesses	May	4/2/18	4/14/10	100x250 or Text ad	FOL 5	Newsletter	\$1,100.00	1 Month	16,000
016-03	Tomorow's Fach Newsletter	Aune	\$/1/16	5/15/10	300x250 or Test ad	Pos. 1	Herwildther	\$1,100.00) Months	16,000
036-04	Tomorpe's Fech Newsletter	September	8/1/10	8/15/18	300x250 or Text 4d	Poy. 1	Neveletter	\$1,100.00	1 Months	16,000
035-05	Torrowow's Tech Newsletter	October	8/31/18	9/14/18	300x250 or Text ad	Pos. 1	Newsletter	\$1,100.00	1 Months	36,000
037-04	Underhood Service Hevsletter	4/16/18-4/22/18	3/16/10	3/26/10	300x250 or Yest ad	Fox. 1	Newsiette:	\$1,100.00	1 week Bicyck	28,392
D37-05	Underhood Service Newsletter	5/7/18-5/13/18	4/5/18	4/16/18	300±250 or Yest ad	Pos. 2	Newsletter	\$1,100.00	1 week Black	21,312
037-06	Underhood Service Newsletter	6/4/10-4/10/10	5/4/18	5/14/18	2001250 or Text ed	Pos. 1	Newsletter	\$1,100.00	1 week Black	28,382
037-07	Underhood Service Newsletter	7/23/18-7/29/18	6/22/10	7/2/18	300a250 or Test ad	Pos. 1	Newsletter	\$1,100.00	1 week Black	28,302
037-08	Underhood Service Newslatter	8/27/13/9/2/18	7/27/18	2/5/18	300x350 or Text ad	Pos. 1	Newsletter	\$1,100.00	1 week Black	28.387
D37-09	Underhood Service Newsletter	9/17/18-9/23/16	3/17/18	4/27/10	300x250 or Text ad	Pos. 2	Newslotter	\$1,100.00	1 week Block	28,362
037-10	Underhood Service Newsletter	10/15/18-10/21/18	9/14/18	9/74/18	3001250 or Test #0	Fox. 2	Newsletter	\$1,100.00	1 week Black	28,362
037-11	Underhood Service Newslatter	10/29/18-11/4/18	9/10/18	10/8/18	J00x250 or Text ad	Pos. 1	Newsletter	\$1,100.00	i week Black	28,362
037-12	Underhood Service Newsletter	11/12/18-11/16/16	10/12/18	10/22/18	100x250 or Text ad	Pos. 2	Newsletter	\$1,300.00	1 week Black	28,362
037-13	Linderhood Sarvice Newsletter	11/26/16-12/2/16	19/26/18	11/5/18	300x250 or Text ad	Post 1	Newsletter	\$1,100.00	3 week Black	24,362
D37-14	Underhood Service Newsletter	12/3/18-12/9/18	11/2/10	11/12/18	300a250 or Test ad	Pos. 1	Newsletter	\$1,100.00	3 week Block	28,362

Total Net Media Cost:

\$68,255.00

254%。54年199年19		ADDITIONALINSTR	UCTIONS	N. P. Carlot	
Send Invoices To:			Creative Asency:		
hillSTORY Media	Contact:	Sgan Jareck	TFI Envision, Inc.	Contact:	Catherine Smith
1776 Broadway Sulte 1610	Phone:	212,246,5510	111 Westpart Avenue	Phone:	203 845.0700 x10
New York, NY 10019	Emall:	sjæreck@hitistory.com	Norwalk, CT 06851	Emall:	catherine@tflenvision.com

FIRMS COLUMN

Materials for each individual insertion will be sent of rectly from the advertiser to the publisher by the Materials Due Date listed above unless otherwise specified

Involves: All Involves must be sent to hill STORY Med a only at the address above and NOT to advertiser. Include 10 Humber on all Involves, otherwise involve will be sent back without processing.

Other Terms: hillsTORY Media acts only as an agent for the advert, or and does not guarantee payment from the advertiser, who is solely responsible for payment of this order. In: STORY Media will bill the advertiser and, upon receipt of payment due, will remit the emount due to media vendor upon payment due date. If hillsTORY Media does not receive payment from the advertiser before the Adsterlais Dies Bate, then it may cancel this order immediately upon notice and without further obligation to publisher. This IO is for a one time order only and his, STORY Media may change, modify or cancel erry all parts of this IO without penalty upon written notice (via enalt, is climite, or otherwise) to publisher an or prior to space closing and wish have no further obligation to gublisher. Any unauthorized or incertect insertions will be the responsibility of the media or advertiser, if the detertisement runs, incorrectly due to any fault of the media vendor retiter hillsTORY Media not advertiser shall be responsible for payment for the advertisement. By acceptuagitis IO, the goal a vendor understands and agrees to be bound by all terms and conditions contained in this IO. No verbal agreements are recognized by the parties. This is the complete and exclusive understanding of the parties with respect to this transaction. Fessimile or other copies shall be canadered as originals. No additional or conflicting terms in any other documents or correspondence shall apply

kitsitany Media Cenfidential

HILLSTORY MI DIA

1776 Broadway | Suite 1610 | New York, NY | 10019

TFI CHVISTON ..

ALCONOMICS OF THE PROPERTY OF CHOREST OF THE PROPERTY OF THE P

Order Ref. 8: SMP8A8020518 1
Advertiser: Standard Motor P oducts
Contact: Sean Jareck
Phone: 212,246,5520
Email: stareck@hilistory.com

Plate #/##/4# Revised vendor, Babook Media, Inc. Coctatt. 55.4k Malesk Phone 300 533 1234 4219 femall meneral @babook com

See Media Plan Incorporated Herein For Details On Ad Placement

Payment Que Date Net 30 Days
Total Payment Que \$68,789 21

hillSTORY Authorized Signatura . Pean Jaroch

10s 1535M P2018	Publication / Placement	tones / Run Date	Space Clealing	Material Cluding	(m:s	M.	Grow Media Can (MG)	[disea	laserticom	CPE / Imps
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PMC.	AAPER Product Plos	Person 10	921 14	970978.6	F-I v	Objects Synergistics aromal OBSRPProxi of Book	2,734	160	1	173,540
FIGGL	AMETShaw Guide + Faribit & Spall g 12	October \$1 Selvent ex 1	9/21 18	3/25/14	PAG Company togo: Proegnation \$50 mod5: 1 photo 3 lings	Gasonte Samergiand Editural Gasteri Frank ell flock	55.895	16.1	Ť	70/330
F22 O1	Brail & & Front End	de	MANAGE.	7/3/14	நக	Capos te Synergiatic Editoria Off PriP Francial Back	\$3,04 .	\$pecial Supplement (Paintenance Matters	1	31982
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P34 48	Shift & Franklish	October	Wasy sia	3/20/18	PACTHOLES	Operat is \$+ners 1748-470+1. ENAMED From: of Book	5770	Byks 200 Ford F 15G 1973 February omy Brain Paul Tephnology Brand Robby Salleny Engracion	1	13 981
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P31.52	*refer ex	August	1717/16	1/1/1/14	Pa _n	Opon G FFUSES CT No. 4: Felt 12 degre	21642.60	Faurithosk 7019		1,79
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13000	unautional Service	October:	3.19/24	9/25918	Mc(upus)	Groom in Survey storballer is nukstern til pernet Room	34	Faetingesphyse in Patricts Diagnosias i lieur DECSystem Samers Russisteninge i DAN yydeis		3

Total riet Media Cost | \$66,788 21

AND THE RESERVE OF THE PROPERTY OF THE PROPERTY ADDITIONAL INSTRUCTIONS IN Send Invalces Ta: CIRATINE ARESCY: distant Media Contact: Sean Faleck If Leantion, tox Contact: 1776 Broadway Street 1610 Phone: 212 246 5520 **ELL Westwart Avenue** Phone 203 845 0700 a 20 New York, Ny 10079 EmaR: Hermall, CT 06551 Pareck@hillstone com Email: cathering@thensition.com

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EXHIBIT 5

THILSTORY [MEDIA

1776 Broadway | Suite 1610 | New York, NY | 10019



PURCHASE ORDER

Date:

3/22/18

Order Ref. #: PEAK8AB032218-1

Advertiser: Product:

Old World Industries, LLC. Peak Anti-Freeze / Coolant

Vendor:

Babcox Media, Inc.

Contact:

Mike Maleski 330-670-1234 x219

Phone: Email:

mmałeski@babcox.co m

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101	<u>Publication /</u> <u>Placement</u>	Start Date	Sauc / Run Date	Space Closine	Material Closing	Unit	Position	Editorial	Media	Net Media Cost (USD)	Insertions	Circulation	
IOPEAK2018-PCTM01	Counterman	5/1/18	May	4/17/18	4/24/18	P4¢	Adjacent to Antifreeze Editorial	Antifreeze: Coolant has become a "forgotten fluid" thanks to long life additives,	Print	\$3,995	1	38,176	
IOPEAK2018-PCTM02	Counterman	9/1/18	Sepiember	8/17/18	6/24/18	P4C	Opposite Relevant Editorial OR RHP Front of Book	P.A.R.T.S. (Professional Automotive Repair Technician Survey)	Print	\$3,995	1	38,176	
IOPEAK2018-PCTM03	Counterman	10/25/18	October	9/28/18	10/5/18	P4C	Adjacent to Cooling System (Potential Topic) Editorial	APEX Show Issue, ASE P2 Test Prep Guide	Print	\$3,995	1	38,176	

Total Media Cost:	\$11,985.00
Payment Due:	Net 30 Days

ADDITIONAL INSTRUCTIONS Contact:

Send Involces To: hillSTORY Media 1776 Broadway Suite 1610 New York, NY 10019

Sean Jareck 212,246,5520 sjareck@hillstory.com

Creative Agency: TFI Envision, Inc. 111 Westport Avenue Norwalk, CT 06851

Contact: Liz Ball 203.845.0700 #12@thenvision.com Scan Janeck
hilstory Media Authorized Signature

3/22/2018

Materials for each individual insertion will be tent directly from the advertiser to the publisher by the Materials Due Date listed above unless otherwise specified

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IN THE COURT OF COMMON PLEAS, SUMMIT COUNTY, OHIO

CASE NUMBER: CV-2019-07-2548

BABCOX MEDIA, INC 3550 EMBASSY PARKWAY AKRON, OH, 44333

-VS-

TFI ENVISION, INC. 111 WESTPORT AVE NORWALK, CT 06851

TO the following:

HILLCORP., LLC. 311 WEST 43RD ST, SUITE 14-131 NEW YORK, NY 10019

You have been named as a defendant(s) in a complaint filed in the Summit County Court of Common Pleas, Summit County Courthouse, 205 S. High St., Akron, Ohio, 44308.

A copy of the COMPLAINT is attached hereto. The name and address of the Plaintiff's attorney is:

SCOTT STEVEN WELTMAN 323 W. LAKESIDE AVENUE, SUITE 200 CLEVELAND, OH

You are hereby summoned and required to serve upon the attorney listed above, or upon the party if they have no attorney of record, a copy of an answer to the COMPLAINT within twenty-eight (28) days after service of this summon on you, exclusive of the day of service. Your answer must be filed with the Court within three days after the service of a copy of the answer on the attorney, or upon the party, if there is no attorney of record.

If you fail to appear and defend, judgment may be rendered against you for the relief demanded in the COMPLAINT.

Sandra Kurt Summit County Clerk of Courts

July 12, 2019

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July 12, 2019